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**LAW OFFICES OF  
LOUIS E. GITOMER**

**SURFACE TRANSPORTATION BOARD**

LOUIS E. GITOMER  
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THE ADAMS BUILDING, SUITE 301  
600 BALTIMORE AVENUE  
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FAX (410) 332-0885

February 14, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Lease Agreement, a primary document, dated as of February 14, 2011. We request that this document be given the next available recordation number.

The names and addresses of the parties to the Memorandum of Lease Agreement are:

Lessor:

Banc of America Leasing & Capital, LLC  
2059 Northlake Parkway, 4 South  
Tucker, GA 30084

Lessee:

Everest Railcar Services, Inc.  
1391 Plaza Place, Suite C  
Springdale, AR 72764

A description of the equipment covered by the Memorandum of Lease Agreement consists of 25 rail cars numbered HWCX 3201-3225, inclusive.

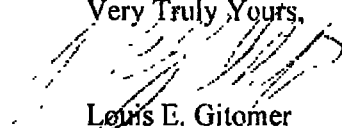
A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou\_Gitomer@verizon.net

Ms. Cynthia T. Brown  
February 14, 2011  
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A short summary of the document to appear in the index follows: a Memorandum of Lease Agreement between Banc of America Leasing & Capital, LLC, 2059 Northlake Parkway, 4 South, Tucker, GA 30084, and Everest Railcar Services, Inc., 1391 Plaza Placc, Suite C, Springdale, AR 72764, covering 25 rail cars numbered HWCX 3201-3225, inclusive.

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

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MEMORANDUM OF LEASE AGREEMENT

dated as of February 14, 2011

between

EVEREST RAILCAR SERVICES, INC.,  
as Lessee

and

BANC OF AMERICA LEASING & CAPITAL, LLC  
as Lessor

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FILED WITH THE SURFACE TRANSPORTATION BOARD PURSUANT TO 49 U.S.C.  
§11301

on February \_\_\_\_, 2011 at \_\_\_\_: \_\_\_\_ .m.

## MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of February 14, 2011, by and between EVEREST RAILCAR SERVICES, INC. ("Lessee") and BANC OF AMERICA LEASING & CAPITAL, LLC ("Lessor"), with reference to the following:

1. Lessor has agreed to purchase and lease to Lessee, and Lessee has agreed to lease from Lessor, those certain railcars described on Exhibit No. 1 attached hereto (the "Railcars").

All of such railcars are more fully described in that certain Rail Equipment Net Leasing Agreement dated as of January 6, 2011, and Schedule No. 001 thereto and incorporating the terms thereof, dated as of January 24, 2011 (together with all of the riders, schedules and other attachments thereto, collectively, the "Lease"), each between Lessor and Lessee.


2. The Lease shall be effective as of the date hereof and shall be subject to the term specified in the Lease, and any extension of such term to the extent provided for in the Lease.
3. The Lease contains an option by Lessee to purchase the Railcars on the terms set forth in the Lease.

This Memorandum of Lease Agreement may be executed in any number of counterparts, each executed counterpart constituting an original but all together only one Memorandum of Lease Agreement.

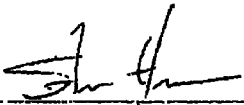
[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

BANC OF AMERICA LEASING & CAPITAL, LLC

By:   
Name: Donna Askren  
Title: Assistant Vice President

EVEREST RAILCAR SERVICES, INC.

By:   
Name: Steven Hendricks  
Title: President

STATE OF Georgia )  
 ) ss.  
COUNTY OF DeKalb )

I HEREBY CERTIFY, that on this 2nd day of February, 2011, before me, the undersigned, a Notary Public of the State of Georgia, personally appeared Dana Ashken, who acknowledged himself to be the Asst Vice President of BANC OF AMERICA LEASING & CAPITAL, LLC, known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized Asst Vice President of said company by signing the name of the company by himself as the \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

Shenita V. Jones  
Notary Public

My commission expires: October 21, 2012

**SHENITA V. JONES**  
NOTARY PUBLIC  
DeKalb County - State of Georgia  
My Comm. Expires Oct. 21, 2012

STATE OF Kansas )  
COUNTY OF Washington ) ss.

I HEREBY CERTIFY, that on this 26<sup>th</sup> day of January 2011, before me, the undersigned, a Notary Public of the State of Kansas, personally appeared Steven Head, aka, who acknowledged himself to be the President of EVEREST RAILCAR SERVICES, INC., known (or satisfactorily proven), to be the person whose name is subscribed to the within instrument, and acknowledged that he executed the same for the purposes therein contained as the duly authorized \_\_\_\_\_ of said company by signing the name of the company by himself as the \_\_\_\_\_.

AS WITNESS my hand and notarial seal.

[Signature]  
Notary Public

My commission expires: Nov. 16, 2015

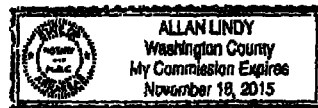


EXHIBIT A  
TO MEMORANDUM OF LEASE AGREEMENT  
DATED AS OF \_\_\_\_\_, 201

Prev Mark	Prev Num	Curr Mark	Curr Num
		HWCX	003201
		HWCX	003202
		HWCX	003203
		HWCX	003204
		HWCX	003205
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